

Executive Committee Charter

Committee Purpose:

- The Executive Committee primarily provides oversight to each of the standing committees, ensures that the Board of Directors protect the public, and provides oversight and guidance to the organization in the achievement of its goals and objectives.
- The committee's function shall be to review and establish the agenda for each regular meeting of the Board of Directors in accordance with Article V, Section 3 of the Board Bylaws, and to advise the Chair on other matters as may come before the committee.
- Any member of the Executive Committee is an authorized signatory for RTD agency issued checks over \$100,000 per the annually approved Bank Account Signature Authorization Agreement, and in accordance with audit guidelines.
- The Chair or any member of the Executive Committee is authorized to review and approve the expense reimbursements and travel requests for fellow Board members, in accordance with Board approved policies on travel and reimbursement
- The Chair or any member of the Executive Committee also is responsible for reviewing and approving the General Manager's expenses, including, but not limited to, PCard usage, travel and time off, in accordance with the guidelines provided in the RTD's Policies and Procedures.

Operating Procedures:

- By close of business on Wednesday of the week preceding the Executive Committee meeting, the Executive Manager of the Board Office or the Executive Manager's designee will submit the agenda, along with the appropriate Board reports, updates, or other documentation, via the IQM2 paperless packet system or its successor. This agenda will be reviewed with the Chair of the Board.
- The agenda will normally follow the order: Recommended action, approval of (current month) agenda, updates, other matters, and next meeting date. The Chair of the Committee has the discretion to change the order as needed.
- The agenda and backup will be included in the Board packets sent to each Director on the Thursday preceding the committee meeting.
- The General Manager and senior management staff will review all items on the agenda to make sure all information and backup is correct.
- During the Executive Committee meeting, the General Manager or his or her designee will review or present the agenda items as appropriate and discuss any items of concern.

- The Committee Chair should call for a motion on an action item, following Robert's Rules (the Board's established parliamentary authority) in the discussion of the item.
- Items that are moved forward by a motion and properly discussed will be voted on. A majority vote is required to move an action forward to the full Board for approval. The Executive Committee will take a vote to approve moving the agenda to the full Board. A majority vote is required.
- The currently adopted Board of Directors Operating Guidelines are to be followed at all meetings.

Authorization:

- Section 32-9-109.5 and Section 32-9-114 of the RTD Act describe the administrative powers and authority given to the RTD Board of Directors. The Board Bylaws provide further description of Standing Committees. The standing committee can take a vote on an action to move it forward to the full Board at a regular Board meeting but the action is not an official action of the District unless approved at a formal Board meeting.

Membership and Leadership Composition:

- This committee is composed of the five officers of the RTD Board, who are elected annually by the Board of Directors at its first special meeting in January of each year, i.e., the Chair, the First Vice-Chair (Chair Pro Tem), the Second Vice-Chair, the Secretary, and the Treasurer.
- Three members constitute a quorum.

Roles and Responsibilities:

- **Chair of the Committee:**
 - Works with the General Manager and the Executive Manager of the Board Office to develop and approve agenda for the monthly meetings.
 - Chairs/facilitates committee meetings following established Board protocols and parliamentary procedures.
 - Discusses items on the committee agenda and calls for a vote on recommended action items to move before the full Board at the formal Board meeting.
 - Follows the established order for agendas as approved in the Board Bylaws but maintains flexibility to change when appropriate.
 - Maintains the proper communications flow and order for involvement and balanced participation of Board members.
 - Can make the decision to invite public comment or speakers if appropriate.
 - Appoints working groups or sub-committees as needed on specific issues.

- Can request an Executive Session on items that are allowed per Colorado Open Meetings Law. Appropriate statutory language must be properly quoted and posted prior to the Executive Session.
- Per Board Bylaws, can authorize travel or expenditures based on the Chair's discretion or approval of the Executive Committee.
- **Vice-Chair of the Committee:**
 - Performs all Committee Chair responsibilities in the absence of the Committee Chair.
- **Committee Members:**
 - Preview presentations/materials provided by staff before the meeting and come prepared to discuss or take appropriate action on items brought before the committee.
 - Attend meetings regularly.
 - Review Committee minutes.
 - Can remove items from agenda by a majority vote.

Reporting Requirements:

- All committee meetings are noticed and recorded per open meetings/open records requirements.
- Meetings with three or more Board members present are considered open meetings and must be noticed and posted at least 24 hours before the meeting.
- All meetings must have approved agendas.
- Minutes of each meeting are taken and included in the monthly Board agenda for the formal Board meeting.
- The minutes are a record of the proceedings of the Board and primarily consist of the meeting attendance, recommended actions and updates, motions, vote records, and essential ministerial information.
- Minutes are reviewed by the Executive Committee and full Board.
- Minutes from the committee meetings are permanent records and retained in the Board Office via the Laserfiche document management system or per the document management or record storage system that is used by the agency at that time.
- The minutes of each meeting, along with the meeting's video recording and full-text transcript, are made available to the public via the Meeting Portal within a reasonable time after the meeting.

Staffing Requirements:

- Board members rely on the General Manager and the General Manager's staff for preparation of presentations, Board reports, and other materials used in the committee meetings.

- Senior leadership staff participates in meetings, addresses any questions or concerns raised by Board members on a particular item, and submits any reports specified by the Board.
- Staff performs analysis and provide follow-up to Board members on requested items.
- Staff meets with Board members in one-on-one sessions or as requested to brief Board members on a particular issue.
- The Board Office Executive Manager reviews the agenda with the Committee Chair prior to the committee meetings.

Meeting Schedule and Process:

- Executive Committee meets regularly once a month, usually at noon on the Thursday prior to the next full Board meeting, or at such other time as is decided upon by the full Board members.
- Special committee meetings may be called at the discretion of the Chair.
- The Committee Chair and Vice-Chair may jointly agree to cancel or postpone a scheduled committee meeting.
- Prior to the meeting, the Committee Chair and Vice-Chair meet with the staff to discuss or review the agenda and any items of concern.
- The Chair has the flexibility to change the order of the agenda when deemed appropriate but should keep in mind that the purpose for doing recommended action items first is to ensure a quorum is still present for voting the motion forward.

Approval Process:

- Provided that there is a quorum of at least three Board members, a majority committee vote can advance an item forward.
- After a recommended action has been approved by the committee, the recommended action may be approved for final action during an official Board meeting either by:
 - An affirmative vote of at least eight Directors present and voting (CRS section 32-9-116(3)); or
 - In the case of action relating to the authorization of the construction of a regional fixed guideway mass transit system in any corridor, an affirmative vote of a two-thirds majority of the board membership (i.e., at least 10 Directors) (CRS section 32-9-107.7(1)).
- Action items are placed on the Board agenda, either under unanimous consent or recommended action according to whether the committee passed the item forward unanimously or with any opposing votes, either in a previous committee or in the Executive Committee itself.
- A new item may be discussed for recommended action if brought forth by three or more committee members and provided to the Executive Manager of the Board

Office by Wednesday of the week preceding the Committee meeting. This item must include all required elements of a recommended action, including any corresponding General Manager goals and financial impact.

- An action item passed by committee does not become an official action of the Board unless approved in the formal Board meeting.